

***THE
GREENBRIER
COMPANIES***

RECORDATION NO. 24718-A FILED

JUN 03 '05

4-30 PM

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200

Lake Oswego Oregon 97035

503 684 7000 Fax 503 684 7553

May 31, 2005

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 2 dated as of May 5, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 15, 2003, which was duly filed and recorded on December 8, 2003 and assigned Recordation Number 24718.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Potlatch Corporation
805 Mill Road
Lewiston, ID 83501

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 73-foot, 110-ton, 286,000 lb. GRL, riserless deck centerbeam flatcars with fabricated top chords marked and numbered AOK 27900 through AOK 27999, inclusive.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams

May 31, 2005

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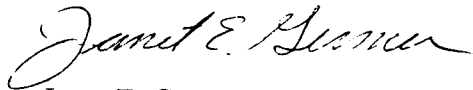
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Rider No. 2 dated as of May 5, 2005 to a Lease Agreement dated as of September 15, 2003, between Greenbrier Leasing Corporation, Lessor, and Potlatch Corporation, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

jeg
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

POTLATCH CORPORATION ("LESSEE")

SEPTEMBER 15, 2003

RIDER NO. 2

DATED MAY 5, 2005

Memorandum of a Lease Agreement dated September 15, 2003 and Rider No. 2 thereto, made and entered into as of May 5, 2005, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Potlatch Corporation a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred (100) 73-foot, 110-ton, 286,000 lb. GRL, riserless deck centerbeam flatcars with fabricated top chords marked and numbered AOK 27900 through AOK 27999, inclusive.
2. Rider No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in the Lease Agreement and Rider No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:
GREENBRIER LEASING CORPORATION

LESSEE:
POTLATCH CORPORATION

BY: 

BY: David A. Weisel

NAME: LARRY G. BRADY

NAME: DAVID A. Weisel

TITLE: Vice President

TITLE: Director of Distribution

DATE: 5-26-05

DATE: 5-17-2005

STATE OF OREGON

)

) ss.

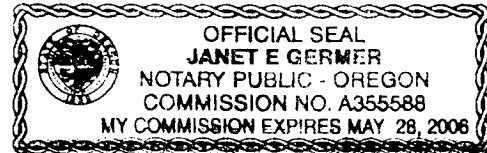
COUNTY OF CLACKAMAS

)

On this 26th day of May, 2005, before me personally appeared Larry G. Bradley, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/23/2006



STATE OF

Idaho

)

) ss.

COUNTY OF

Nez Perce

)

On this 18th day of May, 2005, before me personally appeared David A. Weisel, to me personally known, who being by me duly sworn, says that s/he is the Director of Distribution of Potlatch Corporation that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Carol Thompson
NOTARY PUBLIC

My commission expires: 8/12/05

